

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE NEXCEN BRANDS, INC.  
SECURITIES LITIGATION

Master File No. 1:08-cv-04906-AKH

This document relates to: all actions

**[PROPOSED] ORDER APPROVING  
PLAN OF ALLOCATION OF NET SETTLEMENT FUND**

Lead Plaintiff, Vincent J. Granatelli, has filed his motion for final approval of the proposed class action Settlement and Plan of Allocation. Upon consideration of all papers filed on that motion and all proceedings had in this litigation, the Court finds as follows:

A. The Court entered a Preliminary Approval Order Preliminarily Approving Settlement and Providing for Notice on July 5, 2011 (the “Preliminary Approval Order”), preliminarily certifying the Class and approving the proposed Settlement, directing the mailing and publication of notice to potential Class Members, scheduling a hearing for December 2, 2011 (the “Fairness Hearing”), and providing Class Members with an opportunity to object to, *inter alia*, the Plan of Allocation of the Net Settlement Fund (the “Plan of Allocation”) and to be heard concerning such objections;

B. Notice has been provided to Class Members in accordance with the Preliminary Approval Order, as evidenced by the Affidavit of Paul Mulholland CPA, CVA;

C. The Notice, disseminated to Class Members in accordance with the Preliminary Approval Order, contained Lead Plaintiff’s proposed Plan of Allocation for distribution of the Net Settlement Fund to Authorized Claimants;

D. Pursuant to the Preliminary Approval Order and as set forth in the Notice, any objections to the Plan of Allocation were to be served and received by November 14, 2011; and

E. No Class Member filed any objection to or comment on the Plan of Allocation.

IT THEREFORE IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement (the "Stipulation"), and all terms used herein shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Plan of Allocation of the Net Settlement Fund and all matters relating thereto, including all members of the Class.

3. Due and adequate notice of the Plan of Allocation was directed to all persons who are Class Members, advising them of their right to object thereto.

4. The terms and conditions of the Plan of Allocation, including, without limitation, the formula for the calculation of Class Members' recognized losses, all of which are set forth in the Notice provided to Class Members, are a fair, reasonable, and adequate basis upon which to allocate the Net Settlement Fund among Authorized Claimants.

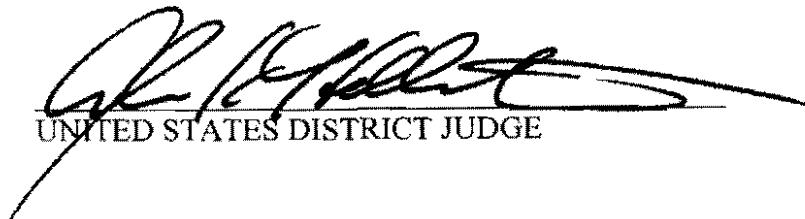
5. The Plan of Allocation is approved.

6. The Court hereby retains and reserves jurisdiction over all matters relating to the administration, consummation, enforcement, and interpretation of the Stipulation or the Plan of Allocation, and for any other necessary purpose, including but not limited to the distribution to

Authorized Claimants under the terms and conditions of the Stipulation and pursuant to further orders of this Court.

IT IS SO ORDERED.

Dated: Dec 2, 2011

  
UNITED STATES DISTRICT JUDGE

This order shall remain subject to review and comment by the non-party federal and State officials entitled to do so under the Class Action Fairness Act, 28 U.S.C. § 1715(d). Following expiration of the 90-day period, id., the parties shall submit a proposed order for the Court's consideration.

12/2/11

